

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
CITY OF PONTIAC GENERAL EMPLOYEES'
RETIREMENT SYSTEM, Individually and on Behalf of All
Others Similarly Situated,

No. 11 Civ. 5026 (JSR)(RLE)

ECF CASE

Plaintiff,

vs.

LOCKHEED MARTIN CORPORATION, ROBERT
STEVENS, BRUCE TANNER and LINDA GOODEN,

Defendants.
-----X

**DECLARATION OF JOHN M. HILLEBRECHT
IN SUPPORT OF DEFENDANTS' MOTION FOR SUMMARY JUDGMENT**

John M. Hillebrecht hereby declares, pursuant to 28 U.S.C. § 1746, as follows:

1. I am admitted to practice before this court and am a partner of the law firm DLA Piper LLP (US), attorneys for Lockheed Martin Corporation ("Lockheed Martin"), Robert Stevens, Bruce Tanner, and Linda Gooden (collectively, the "Defendants"). I submit this declaration in support of Defendants' Motion For Summary Judgment.

2. Attached hereto as Exhibit A is a true and correct copy of the April 13, 2012, letter from James Wareham, Esq., to Evan Kaufman, Esq.

3. Attached hereto as Exhibit B is a copy of the April 20, 2012, letter from Evan Kaufman, Esq., to James Wareham, Esq.

4. Attached hereto as Exhibit C is a true and correct copy of the affidavit of CW-1, executed on May 18, 2012.

5. Attached hereto as Exhibit D is a true and correct copy of the affidavit of CW-2, executed on May 15, 2012.

6. Attached hereto as Exhibit E is a true and correct copy of the affidavit of CW-4, executed on May 15, 2012.

7. Attached hereto as Exhibit F is a copy of the final transcript of the deposition of CW-1, taken on June 13, 2012.

8. Attached hereto as Exhibit G is a copy of the final transcript of the deposition of CW-2, taken on June 11, 2012.

9. Attached hereto as Exhibit H is a copy of the final transcript of the deposition of CW-4, taken on June 12, 2012.

10. Attached hereto as Exhibit I is a copy of the final transcript of the deposition of CW-5, taken on June 13, 2012.

11. Attached hereto as Exhibit J is a copy of the final transcript of the deposition of CW-3, taken on June 22, 2012.

12. Attached hereto as Exhibit K is a copy of the transcript of the class certification hearing held before this Court on June 20, 2012.

13. Attached hereto as Exhibit L is a copy of the New York County Lawyers' Association Committee Formal Opinion No. 729 (Mar. 1, 2000).

14. Attached hereto as Exhibit M is a copy of the Declaration and Supplemental Declaration of Scott A. Trapani, CFA, as filed on September 28, 2011, in the case captioned Belmont Holdings Corp. v. SunTrust Banks, Inc., No. 09-cv-1185-WSD (N.D. Ga.).

15. Attached hereto as Exhibit N is a copy of the Memorandum of Law in Support of SunTrust Defendants' Motion for Reconsideration, as filed on September 28, 2011, in the case captioned Belmont Holdings Corp. v. SunTrust Banks, Inc., No. 09-cv-1185-WSD (N.D. Ga.).

16. Attached hereto as Exhibit O is a copy of the Order denying Plaintiff's Motion for Relief from Judgment, entered on March 16, 2012, in the case captioned City of Livonia Employees' Retirement System v. The Boeing Company, et al., No. 09-cv-07143-RC (N.D. Ill.).

17. Attached hereto as Exhibit P a true and correct copy of the June 20, 2012, letter from James Wareham, Esq., to Samuel Rudman, Esq. and Evan Kaufman, Esq.

18. Attached hereto as Exhibit Q is a chart setting forth a comparison of the statements Robbins Geller Rudman & Dowd LLP ("Robbins Geller") claims were made by CW-1, as contained in the Amended Complaint, and the statements CW-1 has now sworn to be the actual truth, as set forth in CW-1's sworn affidavit and deposition testimony (Exhibits C and F to this Declaration).

19. Attached hereto as Exhibit R is a chart setting forth a comparison of the statements Robbins Geller claims were made by CW-2, as contained in the Amended Complaint, and the statements CW-2 has now sworn to be the actual truth, as set forth in CW-2's affidavit and deposition testimony (Exhibits D and G to this Declaration).

20. Attached hereto as Exhibit S is a chart setting forth a comparison of the statements Robbins Geller claims were made by CW-4, as contained in the Amended Complaint, and the statements CW-4 has now sworn to be the actual truth, as set forth in CW-4's affidavit and deposition testimony (Exhibits E and H to this Declaration).

21. Attached hereto as Exhibit T is a chart setting forth a comparison of the statements Robbins Geller claims were made by CW-5, as contained in the Amended Complaint, and the statements CW-5 has now sworn to be the actual truth, as set forth in CW-5's deposition testimony (Exhibit I to this Declaration).

22. Attached hereto as Exhibit U is a chart setting forth a comparison of the statements Robbins Geller claims were made by CW-3, as contained in the Amended Complaint, and the statements CW-3 has now sworn to be the actual truth, as set forth in CW-3's deposition testimony (Exhibit J to this Declaration).

I declare under penalty of perjury that the foregoing is true and correct.

Executed: New York, New York
June 25, 2012



John M. Hillebrecht